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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff, :

– against – :

BEAR, STEARNS & CO. INC., :

Defendant. :

-----X

-----X

SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff, :

– against – :

JACK BENJAMIN GRUBMAN, :

Defendant. :

-----X

-----X

SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff, :

– against – :

J.P. MORGAN SECURITIES INC., :

Defendant. :

-----X

Civil Action No.

03 Civ. 2937 (WHP)

Civil Action No.

03 Civ. 2938 (WHP)

Civil Action No.

03 Civ. 2939 (WHP)

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SECURITIES AND EXCHANGE COMMISSION,	:	
	:	Civil Action No.
Plaintiff,	:	
	:	03 Civ. 2940 (WHP)
– against –	:	
	:	
LEHMAN BROTHERS, INC.,	:	
	:	
Defendant.	:	
-----X	:	
-----X	:	
SECURITIES AND EXCHANGE COMMISSION,	:	
	:	Civil Action No.
Plaintiff,	:	
	:	03 Civ. 2941 (WHP)
– against –	:	
	:	
MERRILL LYNCH, PIERCE, FENNER &	:	
SMITH INCORPORATED,	:	
	:	
Defendant.	:	
-----X	:	
-----X	:	
SECURITIES AND EXCHANGE COMMISSION,	:	
	:	Civil Action No.
Plaintiff,	:	
	:	03 Civ. 2942 (WHP)
– against –	:	
	:	
U.S. BANCORP PIPER JAFFRAY, INC.,	:	
	:	
Defendant.	:	
-----X	:	

-----X	:	
SECURITIES AND EXCHANGE COMMISSION,	:	
	:	Civil Action No.
Plaintiff,	:	
	:	03 Civ. 2943 (WHP)
– against –	:	
	:	
UBS WARBURG LLC,	:	
	:	
Defendant.	:	
-----X	:	
-----X	:	
SECURITIES AND EXCHANGE COMMISSION,	:	
	:	Civil Action No.
Plaintiff,	:	
	:	03 Civ. 2944 (WHP)
– against –	:	
	:	
GOLDMAN, SACHS & CO.,	:	
	:	
Defendant.	:	
-----X	:	
-----X	:	
SECURITIES AND EXCHANGE COMMISSION,	:	
	:	Civil Action No.
Plaintiff,	:	
	:	03 Civ. 2945 (WHP)
– against –	:	
	:	
CITIGROUP GLOBAL MARKETS, INC., F/K/A	:	
SALOMON SMITH BARNEY INC.,	:	
	:	
Defendant.	:	
-----X	:	

-----X	:	
SECURITIES AND EXCHANGE COMMISSION,	:	
	:	Civil Action No.
Plaintiff,	:	
	:	03 Civ. 2946 (WHP)
– against –	:	
	:	
CREDIT SUISSE FIRST BOSTON LLC,	:	
F/K/A CREDIT SUISSE FIRST BOSTON	:	
CORPORATION,	:	
	:	
Defendant.	:	
-----X	:	
-----X	:	
SECURITIES AND EXCHANGE COMMISSION,	:	
	:	Civil Action No.
Plaintiff,	:	
	:	03 Civ. 2947 (WHP)
– against –	:	
	:	
HENRY McKELVEY BLODGET,	:	
	:	
Defendant.	:	
-----X	:	
-----X	:	
SECURITIES AND EXCHANGE COMMISSION,	:	
	:	Civil Action No.
Plaintiff,	:	
	:	03 Civ. 2948 (WHP)
– against –	:	
	:	
MORGAN STANLEY & CO. INCORPORATED,	:	
	:	
Defendant.	:	
-----X	:	

-----X	:	
SECURITIES AND EXCHANGE COMMISSION,	:	
	:	Civil Action No.
Plaintiff,	:	
	:	04 Civ. 6909 (WHP)
– against –	:	
	:	
DEUTSCHE BANK SECURITIES INC.,	:	
	:	
Defendant.	:	
-----X	:	
-----X	:	
SECURITIES AND EXCHANGE COMMISSION,	:	
	:	Civil Action No.
Plaintiff,	:	
	:	04 Civ. 6910 (WHP)
– against –	:	
	:	
THOMAS WEISEL PARTNERS LLC,	:	
	:	
Defendant.	:	
-----X	:	

ORDER

WILLIAM H. PAULEY III, District Judge:

On June 10, 2009, this Court issued its Memorandum and Order (the “June 10, 2009 Order”) regarding money remaining in the Distribution Funds. The Court directed that the remaining monies be disbursed in the form of additional remedial payments and associated costs and fees, with the remainder to be transferred to the United States Department of Treasury. On July 8, 2009, the Court issued an Order implementing the provisions of the June 10, 2009 Order, and on September 25, 2009, the Court ordered the transfer of funds for distribution to eligible claimants. On February 19, 2010, the Court issued an Order regarding the implementation of procedures recommended by the Distribution Fund Administrator for closing the Distribution

Funds. On March 5, 2010, the Court ordered that over \$57.9 million remaining in the Distribution Funds be transferred to the U.S. Treasury, and that the approximately \$1.6 million in remaining residual funds be transferred to the Distribution Fund Plan Services and Expense account at TD Bank (the "TD Bank account") to pay administrative expenses, taxes, and other miscellaneous expenses incurred in connection with the closure of the Distribution Funds.

The Court has received the Distribution Fund Administrator's Final Report and final accounting. In addition, the Distribution Fund Administrator has confirmed with WeiserMazars LLP that all taxes related to the Distribution Funds have been paid, all tax refunds received, and no additional tax liabilities remain. As of September 27, 2011, the remaining balance in the TD Bank account was \$1,480,001.80.

On July 25, 2011, the Distribution Fund Administrator submitted to this Court, the SEC, and to the Defendants an invoice detailing the fees, costs, and expenses for the period July 1, 2010 through March 31, 2011, and requesting that the SEC and defendants submit any objections to the fees, costs, and expenses. On August 10, 2011, the SEC submitted a letter stating that it understood that WeiserMazars LLP was reducing its request for payment of fees by \$2,592. With the adjustment, the SEC had no objections to the payment of the submitted fees, costs, and expenses for this period in the amount of \$103,780.27. No other objections or comments were received.

On September 7, 2011, the Distribution Fund Administrator submitted to this Court, the SEC, and to the Defendants an invoice detailing the fees, costs, and expenses for the period April 1, 2011 through the end of Fund distribution activities, plus costs associated with the retention of documents following closure of the Distribution Funds, and requesting that the SEC and

defendants submit any objections to the fees, costs, and expenses. On September 23, 2011, the SEC submitted a letter attaching a revised invoice from WeiserMazars LLP that reduced its request for payment of fees by \$11,520.00, and a revised invoice from Rust Consulting, Inc. that reduced its request for payment of fees by \$3,150.00. With these adjustments, the SEC had no objections to the payment of fees, costs, and expenses in the amount of \$83,901.74 for the period of April 1, 2011 through the end of Fund distribution activities. No other objections or comments were received.

IT IS HEREBY ORDERED THAT:

1. Payment for the fees, costs, and expenses for the period of July 1, 2010 through the end of Fund distribution activities, plus costs associated with the retention of documents following closure of the Distribution Funds, shall be made from the TD Bank account in the amount of \$187,682.01 and distributed by the Distribution Fund Administrator.

2. Within 14 days after the final fees, costs, and expenses are paid from the TD Bank account, the Distribution Fund Administrator shall transfer any remaining funds in the TD Bank account to the Office of Financial Management ("OFM"), Securities and Exchange Commission, 100 F Street N.E., Stop 6042, Washington, DC 20549, for transfer to the United States Treasury. The remaining funds shall be transferred by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The transfer shall be accompanied by a letter identifying the defendants in these actions; setting forth the titles and civil action numbers of these actions and the name of this Court; and specifying that payment is made pursuant to this Order. A copy of this letter shall be sent to M. Alexander Koch,

Assistant Director, Division of Enforcement, Securities and Exchange Commission, 100 F St., N.E., Washington, D.C. 20549-5041.

3. After the transfer of any remaining funds in the TD Bank account to OFM has been completed, the Distribution Fund Administrator shall close the TD Bank account and shall provide written confirmation that the TD Bank account has been closed.


4. Following receipt of written confirmation that the TD Bank account has been closed, the Distribution Funds shall be terminated and the Distribution Fund Administrator shall be discharged.

5. The Distribution Fund Administrator, his agents, and advisers shall retain documents concerning the Distribution Funds for a period of six years following the termination of the Distribution Funds.

The Clerk is directed to file copies of this Order in all of the related actions: (1) SEC v. Bear Stearns and Co. Inc., 03 Civ. 2937 (WHP); (2) SEC v. Jack B. Grubman, 03 Civ. 2938 (WHP); (3) SEC v. J.P. Morgan Securities Inc., 03 Civ. 2939 (WHP); (4) SEC v. Lehman Brothers Inc., 03 Civ. 2940 (WHP); (5) SEC v. Merrill Lynch Pierce Fenner & Smith, Inc., 03 Civ. 2941 (WHP); (6) SEC v. U.S. Bancorp Piper Jaffray, Inc., 03 Civ. 2942 (WHP); (7) SEC v. UBS Securities LLC, 03 Civ. 2943 (WHP); (8) SEC v. Goldman, Sachs and Co., 03 Civ. 2944 (WHP); (9) SEC v. Citigroup Global Markets Inc., 03 Civ. 2945 (WHP); (10) SEC v. Credit Suisse First Boston LLC, 03 Civ. 2946 (WHP); (11) SEC v. Henry M. Blodget, 03 Civ. 2947

(WHP); (12) SEC v. Morgan Stanley & Co. Incorporated, 03 Civ. 2948 (WHP); (13) Deutsche Bank Securities Inc., 04 Civ. 06909 (WHP); and (14) Thomas Weisel Partners LLC, 04 Civ. 06910 (WHP).

Dated: November 7, 2011
New York, New York


WILLIAM H. PAULEY III
UNITED STATES DISTRICT JUDGE